



SURFACE TRANSPORTATION BOARD

[Docket No. FD 36650]

3i RR Holdings GP LLC, 3i RR Holdings Partnership L.P., 3i RR Intermediate Holdings LLC, 3i RR LLC, Regional Rail Holdings, LLC, Regional Rail Sub Holdings LLC, and Regional Rail, LLC—Control Exemption—Effingham Railroad Company, Illinois Western Railroad Company, and South Point & Ohio Railroad, Inc.

3i RR Holdings GP LLC, 3i RR Holdings Partnership L.P., 3i RR Intermediate Holdings LLC, 3i RR LLC, Regional Rail Holdings, LLC, and Regional Rail Sub Holdings LLC (collectively, 3i RR) and Regional Rail, LLC (Regional Rail), both noncarriers, have filed a verified notice of exemption under 49 CFR 1180.2(d)(2) to acquire control of Effingham Railroad Company (EFRR) and South Point & Ohio Railroad, Inc. (SPOR), both Class III carriers, and to acquire control of Illinois Western Railroad Company (ILW), a noncarrier, upon ILW's becoming a Class III rail carrier.

This transaction is related to a concurrently filed verified notice of exemption in Illinois Western Railroad—Operation Exemption—in Greenville, Ill., Docket No. FD 36649, in which ILW seeks to operate approximately thirteen hundred feet of trackage owned by the City of Greenville, in Greenville, Bond County, Ill.

According to the verified notice, Regional Rail is directly controlled by Regional Rail Sub Holdings LLC, which is controlled by Regional Rail Holdings, LLC, which is controlled by 3i RR LLC, which is controlled by 3i RR Intermediate Holdings LLC, which is controlled 3i RR Holdings Partnership L.P., which is controlled by 3i RR Holdings GP LLC. The verified notice states that Regional Rail is a non-carrier holding company that directly controls the following eight Class III railroads: (1) Carolina Coastal Railway, Inc., which operates in North Carolina and South Carolina; (2) East

Penn Railroad, LLC, which operates in Delaware and Pennsylvania; (3) Florida Central Railroad Company, Inc., which operates in Florida; (4) Florida Midland Railroad Company, Inc., which operates in Florida; (5) Florida Northern Railroad Company, Inc., which operates in Florida; (6) Middletown & New Jersey Railroad, LLC, which operates in New York; (7) Port Manatee Railroad LLC, which operates in Florida, and (8) Tyburn Railroad LLC, which operates in Pennsylvania.¹

According to the verified notice, pursuant to a stock purchase agreement dated November 10, 2022, with respect to EFRR and ILW, and a stock purchase agreement to be entered into with respect to SPOR, Regional Rail proposes to acquire all of the stock of EFRR, ILW, and SPOR and assume direct control of those rail carriers. 3i RR and Regional Rail state that the stock purchase agreements do not include any provision that would limit the future interchange of traffic with a third-party connecting carrier.²

3i RR and Regional Rail represent that: (1) the rail lines of EFRR, ILW, and SPOR do not connect with the rail lines of any of the other rail carriers controlled by 3i RR and Regional Rail; (2) the transaction is not part of a series of anticipated transactions that would result in such a connection; and (3) the transaction does not involve a Class I rail carrier. The proposed transaction is therefore exempt from the prior approval requirements of 49 U.S.C. 11323 pursuant to 49 CFR 1180.2(d)(2).

This transaction may be consummated on or after December 18, 2022, the effective date of the exemption (30 days after the verified notice was filed).

Under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees.

¹ See 3i Holdings GP LLC—Continuance in Control Exemption—Port Manatee R.R., FD 36553 (STB served Nov. 21, 2022).

² Public and confidential versions of the stock purchase agreements were filed with the verified notice. The confidential versions were submitted under seal concurrent with a motion for protective order, which is addressed in a separate decision.

However, 49 U.S.C. 11326(c) does not provide for labor protection for transactions under 49 U.S.C. 11324 and 11325 that involve only Class III rail carriers. Because this transaction involves Class III rail carriers only, the Board, under the statute, may not impose labor protective conditions for this transaction.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for stay must be filed no later than December 9, 2022.

All pleadings, referring to Docket No. FD 36650, must be filed with the Surface Transportation Board either via e-filing on the Board's website or in writing addressed to 395 E Street, S.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on 3i RR's and Regional Rail's representative, Thomas J. Litwiler, Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 800, Chicago, IL 60606-3208.

According to 3i RR and Regional Rail, this action is categorically excluded from environmental review under 49 CFR 1105.6(c) and from historic reporting requirements under 49 CFR 1105.8(b).

Board decisions and notices are available at www.stb.gov.

Decided: November 29, 2022.

By the Board, Mai T. Dinh, Director, Office of Proceedings.

Raina White,

Clearance Clerk.